

William L. Needler
William L. Needler and Associates
555 Skokie Blvd Ste 500
Northbrook, IL 60062
(847) 559-8330 ph
(847) 559-8331 fax
Bar ID 02025248
E-Mail: WilliamLNeedler@aol.com

Attorneys for the Debtor
Incredible Auto Sales LLC

Clarke B. Rice
Clarke B. Rice P.C.
2951 King Avenue West
Billings, Montana 59102
(406) 254-2500 ofc phone
(406) 294-2525 fax
Montana ID # 1289
E-Mail: Clarkerice@imt.net

Co-Counsel for the Debtor
Incredible Auto Sales LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA**

IN RE:)
INcredible Auto Sales L.L.C.) Case No 06-60855-RBK
Debtor) A Chapter 11 Proceeding
) For Reorganization
) Judge Ralph B Kirscher

SECOND AMENDED STATEMENT OF ATTORNEY FEES

PURSUANT TO 11 USC SECTION 329 AND BANKRUPTCY RULE 2016 (B)

William L. Needler of the law firm of William L. Needler and Associates, (hereinafter "the Applicant") states that, the compensation paid and/or agreed to be paid by the Debtor to William L. Needler and Associates, is as follows:

1. For legal services rendered and to be rendered, it was agreed pre petition by the parties that William L. Needler and Associates, would receive \$25,000 on account as a general retainer basis and \$1,039 for the filing fee.
2. Prior to the filing of this statement and pre petition, William L. Needler and Associates had received \$16,039 which was for its retainer and \$1,039 for filing fee advances.
3. These moneys paid were not from funds of this estate, but from third parties not creditors.
4. Subsequent to filing, this approved and employed Debtor's Attorney received an additional wire of \$5,000 from the main equity holders wife, Zfaneece Gutierrez, which were represented to be from her independent funds and not those of this estate. This person was also represented to be not a pre petition creditor of this entity.
5. Then on 1/3/07 the balance of the promised pre petition funds of \$5,000 were also received from the same source as in paragraph (4) above, with the same representation.
6. The balance due from pre petition promises is zero.

The undersigned further states that the legal services rendered, or to be rendered, to and on behalf of the Debtor, includes the following:

- a) Analysis of the financial situation and rendering of advice and assistance to the Debtor;
- b) Preparation of Schedules and Statement of Affairs as to its assets and liabilities;
- c) Representation of the Debtor at meetings of creditors;
- d) Representation of the Debtor in continued dealings with the Creditors of this estate;
- e) Continued representation in extended Cash Collateral hearings and matters relating to auction vehicles;
- f) Representation of the Debtor and this estate in the Bankruptcy Court and/or on appeals relative to certain defenses and responses to and against charges and motions by creditors and other interested parties;
- g) Representation of the Debtor and this estate in the Bankruptcy Court and/or on appeals relative to various motions for this Debtor as are necessary for the preservation and protection of this estate and its assets;
- h) Drafting and presentation of various Plans of Reorganizations and Disclosure Statements leading to Confirmation;
- i) Review and analysis of creditor claims;

- j) Representation in all other matters arising in, related to, and/or in connection with this Chapter 11 proceeding, whether before the Bankruptcy Court and/or any Court of the United States having jurisdiction.

The undersigned further states that, the billing rates of the attorneys and paralegals in his office, who will be working on the case, are as follows:

<u>ATTORNEYS</u>	<u>RATES</u>
William L. Needler	\$ 275.00 per hour
Associates	\$ 185.00 per hour
Paralegal	\$ 80.00 per hour

Travel time is billed at one-half the above rates. The client, prior to filing, was informed of these rates and agreed to pay, as above, plus reimbursement of out of pocket expenses for travel, postage, copies, Federal Express, United Parcel Service, Fax Service, and the like.

The undersigned further states that to the best of his knowledge, information, and belief, this case is not now related or connected to any other case or proceeding in which the undersigned or his law firm are involved.

The undersigned states that, he knows of no conflicts of interest, nor of any adverse interests that he may represent, nor conflicts, which would make the

undersigned or his law firm to represent this Debtor in his estate, except as indicated on the Employment Affidavit filed herein.

The undersigned further states that, the law firm of William L. Needler and Associates has not shared or agreed to share with any other person, the aforesaid compensation.

DATED: January 14, 2007

Respectfully submitted,

William L. Needler and Associates

BY: /s/ William L. Needler
William L. Needler

William L. Needler
William L. Needler and Associates
555 Skokie Blvd Ste 500
Northbrook, IL 60062
(847) 559-8330 ph
(847) 559-8331 fax
Bar ID 02025248
E-Mail: WilliamLNeedler@aol.com

Attorneys for the Debtor
Incredible Auto Sales LLC

Clarke B. Rice
Clarke B. Rice P.C.
2951 King Avenue West
Billings, Montana 59102
(406) 254-2500 ofc phone
(406) 294-2525 fax
Montana ID # 1289
E-mail: Clarkrice@imt.net

Co-Counsel for the Debtor
Incredible Auto Sales LLC

NOTICE OF FILING

Please be advised that the attached **SECOND AMENDED STATEMENT OF ATTORNEY FEES PURSUANT TO 11 USC SECTION 329 AND BANKRUPTCY RULE 2016 (B)**

as filed electronically with the above Bankruptcy Court, Billings, Montana on January 14, 2007.

December 13, 2006

/s/ William L. Needler
Attorney for the Debtor
Incredible Auto Sales L.L.C.

PROOF OF SERVICE

William L. Needler, an Attorney, hereby certifies that the above and foregoing was filed on January 14, 2007 with the Clerk of the Bankruptcy Court using the CM/ECF system, which will electronically notify all persons listed with the Court.

CHRISTOPHER P BIRKLE lovellaw@hotmail.com
ALAN C. BRYAN abryan@crowleylaw.com
SHANE P. COLEMAN spcoleman@hollandhart.com,
bbowler@hollandhart.com;vhenry@hollandhart.com;intaketeam@hollandhart.com
BRUCE F. FAIN bruce@murphkirk.com, pam@murphkirk.com;amy@murphkirk.com
CHARLES W. HINGLE chingle@hollandhart.com,
bbowler@hollandhart.com,mhauck@hollandhart.com,jritchie@hollandhart.com,pmoritz@hollandart.com,lsawatzke@hollandhart.com
WILLIAM L NEEDLER williamlneedler@aol.com
OFFICE OF THE U.S. TRUSTEE ustpregion18.gf.ecf@usdoj.gov
JAMES A. PATTEN japatten@ppbglaw.com, aschueler!
@ppbglaw.com;ESchoemer@ppbglaw.com

I also hereby certify that it was served by facsimile service to the parties below on or before January 14, 2007 from the Attorneys offices.

/s/ William L. Needler

Incredible Auto Sales
Ken Cornelison
1832 King Avenue West
Billings, MT 59102
(406) 294- fax 652-3297 new fax

Clarke B Rice
2951 King Avenue West
Billings, MT 59102
(406) 294-2525 fax